

Brian J. Knipe
717 237 4820
brian.knipe@bipc.com

17 North Second Street,
15th Floor
Harrisburg, PA 17101-1503
T 717 237 4820
F 717 233 0852
www.bipc.com

March 12, 2012

VIA HAND DELIVERY

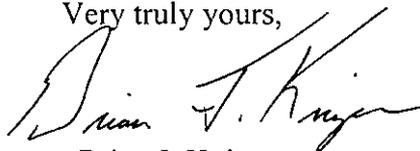
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Re: *Petition of PECO Energy Company for Approval of Its Default Service Program,*
Docket No. P-2012-2283641

Dear Secretary Chiavetta:

On behalf of FirstEnergy Solutions Corp., I have enclosed the original and three (3) copies of the *Prehearing Conference Memorandum of FirstEnergy Solutions Corp.* Copies of this document have been served in accordance with the attached Certificate of Service.

Very truly yours,



Brian J. Knipe

For BUCHANAN INGERSOLL & ROONEY, P.C.

BJK/kra
Enclosures

cc: The Honorable Dennis J. Buckley (via hand delivery, w/encls.)
Certificate of Service

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

MAR 12 2012

Petition of PECO Energy :
Company For Approval of Its :
Default Service Program :

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU
Docket No. P-2012-228364]

**PREHEARING CONFERENCE MEMORANDUM OF
FIRSTENERGY SOLUTIONS CORP.**

TO ADMINISTRATIVE LAW JUDGE DENNIS J. BUCKLEY:

FirstEnergy Solutions Corp. ("FES"), by and through its undersigned attorneys, hereby submits this Prehearing Conference Memorandum in accordance with the Prehearing Order issued by Administrative Law Judge Dennis J. Buckley on March 6, 2012.

I. Introduction

FES is a subsidiary of FirstEnergy Corp., a diversified energy services holding company headquartered in Akron, Ohio. FES is experienced in wholesale and retail electric markets, and offers wholesale and retail energy and related products to customers located throughout the Mid-Atlantic and Midwest regions. FES has actively participated in default service supply procurements of all the largest electric distribution companies ("EDCs") in Pennsylvania, and anticipates that it may participate in the programs for which the Petitioner, PECO Energy Company ("Company"), seeks approval of the Pennsylvania Public Utility Commission ("Commission") at this docket. FES is a licensed electric generation supplier ("EGS") in Pennsylvania, having been authorized at Docket No. A-110078 to serve all categories of retail customers throughout the Commonwealth.

II. History of the Proceeding

On or about January 13, 2012, the Company filed a Petition requesting approval of its Default Service Program ("Petition") for the period June 1, 2013 through May 31, 2015. The Petition requests Commission approval of a Default Service Program to establish the terms and conditions under which the Company will procure and supply default service, recover the costs of default service, and meet the requirements of the Alternative Energy Portfolio Standards Act for that period. In addition, the Petition proposes an Opt-In EGS Offer Program and a Customer Referral Program, to address recommendations of the Commission in its statewide Investigation of the retail electricity market at Docket No. I-2011-2237952. As a result of the Investigation, the Commission entered Orders on December 16, 2011 and March 1, 2012 giving guidance on the format and structure of Pennsylvania EDCs' default service programs, and programs intended to enhance retail electric competition in the Commonwealth, including the instant programs proposed by PECO at this docket. FES has actively participated in the Investigation.

On January 28, 2012, Notice of the Petition was published in the *Pennsylvania Bulletin*, with a deadline to file formal protests, petitions to intervene and answers on or before February 13, 2012. 42 Pa.B. 642. On February 13, 2012, FES filed its petition to intervene. As indicated in its petition to intervene, which FES incorporates by reference, FES has a direct interest in this proceeding, both as a potential wholesale and retail generation supplier. Accordingly, FES respectfully requests that the Administrative Law Judge grant it party status.

III. Entry on Service List

For purposes of the service list in the proceeding, communications to FES may be directed to its attorney as follows:

Brian J. Knipe
Buchanan Ingersoll & Rooney, PC
17 North Second Street, 15th Floor
Harrisburg, PA 17101-1503
Telephone: (717) 237-4820
Facsimile: (717) 233-0852
brian.knipe@bipc.com

IV. Presently Identified Issues and Witnesses

While FES has reviewed the Petition, and the Company's answers to discovery served by those granted party status by statute, FES is still identifying issues that may require further review and formulating its positions. At this time, FES has not identified any witnesses, the designation of which will depend on the complete list of issues and sub-issues FES identifies, as well as the hearing dates scheduled in this proceeding. FES reserves the right to identify witnesses and the subjects of their testimony as this proceeding develops and issues are identified.

The following represents a partial list of issues in this proceeding which FES has identified to date:

- a. The manner in which the competitive processes by which the Company will procure wholesale power to serve its default service customers will be administered. FES, as a potential participant in those processes, is interested in any effects such processes may have on wholesale generation markets.
- b. Any effects the competitive procurement processes and the Company's proposed default service products and rate design may have on retail electric competition in Pennsylvania. FES, as a licensed EGS that

currently serves retail electric generation customers in Pennsylvania, is interested in identifying and addressing such effects if necessary.

- c. The design of the Company's proposed Opt-In EGS Offer Program and *Customer Referral Program*. FES, as a potential participant in these proposed programs which the Commission has recommended to further develop retail electric competition, is interested in the design of these programs.

As this proceeding progresses, the Company and other parties file written testimony, and more information becomes available through discovery, FES may expand or modify its issues of interest. FES reserves the right to address additional issues it identifies during the course of this proceeding.

V. Procedural Schedule and Discovery

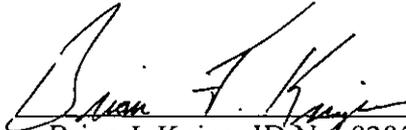
FES will work with the Company and the other participants to establish a mutually agreeable procedural schedule, including any necessary modifications to the Commission's rules governing discovery.

VI. Settlement

FES is interested in settling as many issues as possible and will engage in discussions with the Company and all participants to establish consensus.

Respectfully submitted,

Amy M. Klodowski, ID No. 28068
FirstEnergy Solutions Corp.
800 Cabin Hill Drive
Greensburg, PA 15601
Telephone: (724) 838-6765
Facsimile: (724) 830-7737
aklodow@firstenergycorp.com

By: 

Brian J. Knipe, ID No. 82854
Buchanan Ingersoll & Rooney, P.C.
17 North Second Street, 15th Floor
Harrisburg, PA 17101-1503
Telephone: (717) 237-4820
Facsimile: (717) 233-0852
brian.knipe@bipc.com

Dated: March 12, 2012

Attorneys for FirstEnergy Solutions Corp.

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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MAR 12 2012

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Petition of PECO Energy Company for : Docket No. P-2012-2283641
Approval of its Default Service Program :

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in accordance with the requirements of § 1.54 (relating to service by a party).

Via First-Class U.S. Mail

Jeanne Dworetzky, Esquire
Anthony E. Gay, Esquire
Exelon Business Services Company
2301 Market Street S23-1
PO Box 8699
Philadelphia, PA 19103-8699

Thomas P. Gadsden, Esquire
Kenneth M. Kulak, Esquire
Brooke E. Leach, Esquire
Morgan Lewis & Bockius, LLP
1701 Market Street
Philadelphia, PA 19103-2921

Irwin A. Popowsky, Esquire
Office of Consumer Advocate
5th Floor Forum Place
555 Walnut Street
Harrisburg, PA 17101-1923

Stephen C. Gray, Esquire
Elizabeth Rose Triscari, Esquire
Office of Small Business Advocate
1102 Commerce Building
300 North 2nd Street
Harrisburg, PA 17101

Johnnie E. Simms, Esquire
Carrie B. Wright, Esquire
Bureau of Investigation
& Enforcement
PO Box 3265
Harrisburg, PA 17105-3265

Steve Pincus, Esquire
PJM Interconnection
Valley Forge Corporate Center
955 Jefferson Avenue
Norristown, PA 19403-2497

Todd S. Stewart, Esquire
Hawke McKeon & Sniscak, LLP
100 North Tenth Street
Harrisburg, PA 17101

Melanie J. Elatieh, Esquire
UGI Corporation
460 North Gulph Road
King of Prussia, PA 19406

Tori L. Giesler, Esquire
FirstEnergy Service Company
2800 Pottsville Pike
PO Box 16001
Reading, PA 19612-6001

Acclaim Energy Advisors
Two Riverway Suite 800
Houston, TX 77056

Advantage IQ, Inc.
1620 South Frontage Road
Hastings, MN 55033

Affiliated Power Purchasers, Inc.
224 Phillip Morris Drive Suite 402
Salisbury, MD 21804

Allegheny Energy Supply Co., LLC
800 Cabin Hill Drive
Greensburg, PA 15601

American Approved Commercial, LLC
13451 McGregor Blvd
Suite 29
Fort Myers, FL 33919

Amerigreen Energy
55 Doe Run Road
Manheim, PA 17545

Ameresco, Inc.
111 Speen Street
Suite 410
Framingham, MA 01701

American Power Partners, LLC
8205 Main Street Suite 11
Buffalo, NY 14221

Abmit Northeast, LLC
D/B/A Abmit Energy
1801 N Lamar St
Suite 200
Dallas, TX 75202

ADL High Voltage, Inc.
629 Deerwood Lane
Keller, TX 76248

Affinity Energy Management, LLC
220 Cherry Blossom Place
Hockessin, DE 19707

Alpha Buyer, LLC
1410 Russell Road
Suite 102
Paoli, PA 19301

Your Choice Energy, LLC
1616 Batchelor Court
Dunedin, FL 34698

American PowerNet Management, LP
45 Commerce Drive
Wyoming, PA 19610

Amerex Brokers, LLC
Suite 700
One Sugar Creek Center Blvd
Sugar Land, TX 77478

Aoba Alliance, Inc.
1050 17th Street NW
Suite 300
Washington DC 20036

APN Starfirst, LP
45 Commerce Drive
Wyomissing, PA 19610

Anthracite Power & Light Company
10 Gilberton Road
Gilberton, PA 17934

ArcelorMittal USA, LLC
900 Conshohocken Road
Conshohocken, PA 19428-1038

Avalon Energy Services, LLC
5507 Lambeth Road
Bethesda, MD 20814

BlueStar Energy Services, Inc.
198 Hostetter Lane
Lancaster, PA 17602

Bmark Energy, Inc.
791 Price Street Suite 177
Pismo Beach, CA 93449

Brice Associates, LLC
477 Cafferty Road
Erwinna, PA 18920-9521

BTU Energy, LLC
1702 Conowingo Road
Bel Air, MD 21014

Castlebridge Energy Group, LLC
1414 Key Highway
Suite L
Baltimore, MD 21230

Choice! Energy Services
5718 Westheimer Road
Suite 1310
Houston, TX 77057

AP Gas & Electric, LLC
D/B/A APG&E
6161 Savoy Drive Suite 500
Houston, TX 77036

Aspen Energy Corporation
9550 Dublin Road
Suite C
Powell, OH 43065

Better Cost Control
D/B/A Ardor Energy
1174 Washington Street
Newton, MA 02462

Blue Pilot Energy, LLC
250 Pilot Road Suite 300
Las Vegas, NV 89119

Bradley R. Lewis
11524 Hemlock Street
Overland Park, KS 66210

Brighten Energy, LLC
D/B/A Brighten
6555 Sierra Drive
Irving, TX 75039

Capital Energy, Inc.
2113 West 7th Street
Brooklyn, NY 11223

Champion Energy Services, LLC
13831 NW Freeway Suite 250
Houston, TX 77040

Chrislynn Energy Services, Inc.
301 Appleridge Court
Gibsonia, PA 15044

Clean Currents, LLC
155 Gibbs Street Suite 425
Rockville, MD 20850

Clear Energy Solutions
Nassau Acres
32250 Sand Piper Drive
Lewes, DE 19958

Clearview Electric, Inc.
PO Box 130659
Dallas, TX 75313

Co-Exprise, Inc.
6021 Wallace Road Extension
Suite 300
Wexford, PA 15090

Commerce Energy, Inc.
600 Anton Blvd Suite 2000
Costa Mesa, CA 92626

Commercial Utility Consultants, Inc.
1556 McDaniel Drive
West Chester, PA 19380

Community Energy, Inc.
Three Radnor Corporate Center
100 Matsonford Road
Suite 300
Radnor, PA 19087

Comperio Energy, LLC
D/B/A ClearChoice Energy
1500 Oxford Drive
Suite 210
Bethel Park, PA 15102

ConEdison Solutions, Inc.
100 Summit Lake Drive
Suite 410
Vahalla, NY 10595

ConocoPhillips Company
PO Box 2197
Houston, TX 77252-2197

Constellation NewEnergy, Inc.
100 Constellation Way
Suite 1200C
Baltimore, MD 21202

Consumer Energy Solutions, Inc.
1255 Cleveland Street
Clearwater, FL 33755

CoralPower, LLC
909 Fannin Plaza
Suite 700
Houston, TX 77010

Current Choice, Inc.
46 Monroe Road
Lexington, MA 02421

Customer Acquisition Specialists of America,
Inc.
PO Box 2454
Clearwater, FL 33757

DaCott Energy Management, LLC
5001 Bissonnet, Suite 200
Bellaire, TX 77401

Dash Energy, LLC
PO Box 1312-4
The Woodlands, TX 77393-1204

Direct Energy Business, LLC
1001 Liberty Avenue
Pittsburgh, PA 15222

Direct Energy Business Services, LLC
7385 North State Route 10
Westerville, OH 43082

Dominion Energy Solutions
PO Box 298
Pittsburgh, PA 15230-0298

DTE Energy Supply, Inc.
414 S Main Street
Suite 200
Ann Arbor, MI 48104

Duquesne Light Energy, LLC
411 Seventh Avenue (16-1)
Pittsburgh, PA 15219

Early Bird Power, LLC
One Adam Street
Milton, MA 02186

EMEX, LLC
9894 Bissonnet Suite 210
Houston, TX 77036

Energy Advantage, Inc.
501-5420 North Service Road
Burlington, Ontario L7L 6C7

Energy Consultants, LLC
209 Plymouth Avenue
West Berlin, NJ 08091

Energy Edge Consulting
Suite 300
1183 Brittmoore
Houston, TX 77043

Energy Initiatives, Inc.
PO Box 479
Chester Heights, PA 19017

Discount Energy Group, LLC
22809 Pacific Coast Highway #100
Malibu, CA 90265

DPL Energy Resources, Inc.
1065 Woodman Drive
Dayton, OH 45432

Duke Energy Retail Sales, LLC
139 East Fourth Street
Mail Drop EA600
Cincinnati, OH 45202

E Source Companies, LLC
1965 North 57th Court
Boulder, CO 80301-2826

Eisenbach Consulting, LLC
921 Shiloh Road B-300
Tyler, TX 75703

Energetix, Inc.
Suite 1500
50 Methodist Hill Drive
Rochester, NY 14623

Employers' Energy Alliance of Pennsylvania,
Inc.
2171 West 38th Street
Erie, PA 16508

Energy Cooperative Assoc of Pa
Suite 1003
1218 Chestnut Street
Philadelphia, PA 19107

Energy Enablement, LLC
130 Tanglewood Drive
Wexford, PA 15090

Energy Management Resources
1536 NE 96th Street
Liberty, MO 64068

Energy Plus Holdings, LLC
PO Box 18815
Philadelphia, PA 19104-9728

Energy Services Providers, Inc.
D/B/A PAGas & Electric
877 South Street Suite 4W
Pittsfield, MA 01201-8243

ENERNOC, Inc.
101 Federal Street Suite 1100
Boston, MA 02110

Gateway Energy Services Corp
190 Welles Street Suite 110
Forty Fort, PA 18704

Geary Energy, LLC
7712 South Yale Avenue
Tulsa, OK 74136

Global Energy Market Services, LLC (GEMS)
Suite 225
2790 Mossie Boulevard
Monroeville, PA 15146

Goldstar Energy Group, Inc.
Suite 1406
915 Broadway
New York, NY 10010

Great American Power, LLC
Suite 102
2959 Cherokee Street
Kennesaw, GA 30144

Green Mountain Energy Company
PO Box 689008
Austin, TX 78768

Hawk Energy Corporation
2880 Bergey Road
Hatfield, PA 19440

Energy Savers, Inc.
306 McKnight Park Drive
Pittsburgh, PA 15237-6534

Energy Trust, LLC
551 Fifth Avenue 37th Floor
New York, NY 10176

Exelon Energy Company
300 Exelon Way
Kennett Square, PA 19348

GDF Suez Energy Resources NA, Inc.
Suite 1900
1990 Post Oak Boulevard
Houston, TX 77056

Glacial Energy of Pennsylvania, Inc.
24 Route 6A
Sandwich, MA 02563

Global Energy Solutions Corp
675 Featherbed Lane
Garnet Valley, PA 19060

Good Energy, LP
Suite 405
232 Madison Avenue
New York, NY 10016

Great Lakes Energy, LLC
Suite 1065
200 Crescent Court
Dallas, TX 75201

GSE Consulting, LP
Suite 1065
200 Crescent Court
Dallas, TX 75201

Health Resource Network, Inc.
D/B/A HRN Energy
201 Columbia Turnpike
Florham Park, NJ 07932

HealthTrust Purchasing Group, LP
155 Franklin Road
Suite 400
Brentwood, TN 37027

Hop Energy, LLC
4 West Red Oak Lane
Suite 310
White Plains, NY 10604

Hudson Energy Services, LLC
1650 Market Street
36th Floor
Philadelphia, PA 19103

IDT Energy, Inc.
550 Broad Street
Newark, NJ 07102

Integrity Communications of Ohio, LLC
D/B/A Integrity Energy
5711 Grant Avenue
Cleveland, OH 44105

Intelligent Resources, LP
2100 West 7th Street
Fort Worth, TX 76107

Interstate Gas Supply
D/B/A IGS Energy
1379 Butter Churn Drive
Herndon, VA 20170-2051

Kenneth E. Ryan
D/B/A Switch Energy
581 Boylston Street Suite 305
Boston, MA 02116

LD Energy, LLC
D/B/A LD Energy
11 West Passaic Street
Rochelle Park, NJ 07662-3225

Hess Corporation
One Hess Plaza
Woodbridge, NJ 07095

Hospital Energy, LLC
110 Riverview Drive
Guilford, CT 06437

IC Thomasson Associates, Inc.
2950 Kraft Drive Suite 500
Nashville, TN 37204

Independence Energy Group, Inc.
3711 Market Street
Suite 100
Philadelphia, PA 19104

Integrays Energy Services
Rosslyn Metro Center Suite 1105
1700 Moore Street
Arlington, VA 22209

Interstate Gas Marketing, Inc.
2018 South 6th Street
Indiana, PA 15701

Invado International, LLC
9826 E Washington Street
Chagrin Falls, OH 44023

Keytex Energy Solutions, LLC
200 Brush Run Road Suite C
Greensburg, PA 15601-8757

Liberty Power Delaware, LLC
Suite 600
1901 West Cypress Creek Road
Ft Lauderdale, FL 33309

Liberty Power Holdings
Suite 600
1901 West Cypress Creek Road
Ft Lauderdale, FL 33309

Linde Energy Services, Inc.
Suite 200
1 Greenwich Street
Stewardsville, NJ 08886

Lower Electric, LLC
1307 Shermer Road
Northbrook, IL 60062

MAA, Inc. D/B/A Industrial Energy
Suite 300
125 Strafford Avenue
Wayne, PA 19087

Manhattan Energy, LLC
80 Broad Street Suite 300
New York, NY 10004

MidAmerican Energy Company
PO Box 657
Des Moines, IA 50306-0657

Mitchell Energy Management
610 Berwick Road
Wilmington, DE 19803-2204

MRDB Holdings, LP
D/B/A LPB Energy Management
12700 Park Central Drive St 200
Dallas, TX 75251-1501

MXEnergy Electric, Inc.
PO Box 8127
Stamford, CT 06905-8127

Lincoln Energy Group, LLC
Suite 500
414 North Orleans Street
Chicago, IL 60654

Live Energy, Inc.
1124 Glade Road Suite 1406
Colleyville, TX 76034

Luthin Associations, Inc.
15 Walling Place
Avon By The Sea, NJ 07717

Make The Switch USA, LLC
13 Great Meadow Road
Redding, CT 06896

Metromedia Power, Inc.
Suite F
60 Industrial Way West
Eatontown, NJ 07724

Mint Energy, LLC
One Rounder Way Suite 220
Burlington, MA 01803

MobileNet, Inc.
D/B/A Smith Energy Group
1119 Sandstone Road
Greensburg, PA 15601

Muirfield Energy, Inc.
5850 Venture Drive Suite C
Dublin, OH 43017

National Energy Management, LLC
Suite 100-238
12407 N Mo Pac Expressway
Austin, TX 78758

National Utility Services, Inc.
1 Maynard Drive
Park Ridge, NJ 07656-1879

Natures Current, LLC
95 Fairmount Avenue
Philadelphia, PA 19123

Nextera Energy Services Pennsylvania, LLC
PO Box 14000
Juno Beach, FL 33408-0420

Noble Americas Energy Solutions, LLC
Suite 500
401 West A Street
San Diego, CA 92101

North Shore Energy Consulting, LLC
423 Meadowview Drive
Sagamore Hills, OH 44067

Northeast Energy Partners, LLC
174 South Road
Enfield, CT 06082

NRGing, LLC
D/B/A NetGain Energy Advisors
1775 Wiehle Avenue St 310
Reston, VA 20190

Oasis Energy
Suite 901
11152 Westheimer
Houston, TX 77042

On-Demand Energy, Inc.
Suite 500
300 Corporate Center Drive
Moon Township, PA 15108

Options Energy Consulting
412 Illinois Avenue
Maumee, OH 43537

Option One Energy, LLC
321 N Clark Street 5th Floor
Chicago, IL 60654

Palmco Power PA, LLC
1350 60th Street
Brooklyn, NY 11219

Paragon Advisors, LLC
781 Boston Post Road
Box 332
Madison, CT 06443

Patch Energy Services
11030 Martha Ann Court
Fairfax Station, VA 22039

Patriot Energy Group, Inc.
1 Rounder Way Suite 200
Burlington, MA 01803

Pepco Energy Services, Inc.
D/B/A PowerChoice
1300 N 17th Street Suite 1600
Arlington, VA 22209

PES Brokers, Inc.
1305 Fm 359 Suite H
Richmond, TX 77469

Planet Energy (Pennsylvania) Corp
Suite 800
10 Kingsbridge Garden Circle
Mississauga, Ontario L5R 3K6

Platinum Advertising II, LLC
PO Box 3223
Clearwater Beach, FL 33767

Power Management Co, LLC
500 Linden Oaks
Rochester, NY 14625

Premier Energy Group, LLC
Suite 600
1275 Bound Brook Road
Middlesex, NJ 08846

Price Point Energy
3320 Forest Road
Bethel Park, PA 15102

Provident Energy Consulting, LLC
107 Chelsey Drive Suite 2
PO Box 49
Media, PA 19063

Reflective Energy Solutions, LLC
120 State Street
Hackensack, NJ 07601-6204

Reliable Power, LLC
1040 Avenue Of The Americas
New York, NY 10018

Rescom Energy, LLC
20 East Avenue
Bridgeport, CT 06610

Respond Power, LLC
100 Dutch Hill Road Suite 310
Orangeburg, NY 10962

Rosenthal Energy Advisors, Inc.
1412 Main Street Suite 2100
Dallas, TX 75202

Power Brokers, LLC
D/B/A PB2 Texas, LLC
5440 Harvest Hill Road, Suite 260
Dallas, TX 75230

PPL EnergyPlus, LLC
PO Box 25225
Lehigh Valley, PA 18002

Premier Power Solutions, LLC
107 Breckenridge Street
Grove City, PA 16127

Priority Power Management, LLC
310 W Wall Suite 500
Midland, TX 78701

Public Power, LLC
39 Old Ridgebury Road Suite 14
Danbury, CT 06810

Reliable Power Alternatives Corp
100 Garden City Plaza Suite 410
Garden City, NY 11530

Reliant Energy Northeast, LLC
D/B/A Reliant Energy
1201 Fannin Street 5th Floor
Houston, TX 77002

Resource Energy Systems, LLC
Suite 520
11200 Westheimer Road
Houston, TX 77043-3227

Richards' Energy Group, Inc.
781 South Chiques Road
Manheim, PA 17545

Satori Enterprises, LLC
D/B/A Santori Energy
815 W Superior Street St 1
Chicago, IL 60642

School Power, Inc.
315 Fuller Road
Box 686
Dalton, PA 18414

Shibley Energy Company
5500 East King Street
PO Box 946
York, PA 17403

South Jersey Energy Co
One North White Horse Pike
PO Box 152
Hammonton, NJ 08037

Sperian Energy Corp
2605 Camino Del Rio South
San Diego, CA 92108

Stream Energy Pennsylvania, LLC (Ignite)
PO Box 7287
Philadelphia, PA 19101-7287

SunCom Energy, Inc.
1410 NE 26th Avenue
Ft Land, FL 33304

Superior Plus Energy Services, LLC
224 Valley Creek Boulevard
Exton, PA 19341

Taylor Consulting & Contracting, LLC
625 Main Street
Avoca, PA 18640

TES Energy Services, LP
Suite 200
17480 Dallas Parkway
Dallas, TX 75287

TFS Energy Solutions, LLC
D/B/A Tradition Energy
25 Mall Road Suite 403
Burlington, MA 01803

Secure Energy Solutions, LLC
12 Somers Road
East Longmeadow, MA 01028

SourceOne, Inc. (DE)
D/B/A SourceOne Energy, Inc.
132 Canal Street
Boston, MA 02114

Spark Energy, LP
Suite 550
3010 Briarpark Drive
Houston, TX 77042

Starion Energy PA, Inc.
220 Main Street South Suite 206
Southbury, CT 06488

Summit Energy Svc
D/B/A Summit Energy Svc of KY
10350 Ormsby Park Place St 400
Louisville, KY 40223

Sunoco Power Marketing, LLC
1735 Market Street
Philadelphia, PA 19103

SYR Solutions, LP
14027 Memorial Drive Suite 425
Houston, TX 77079

Technology Resource Solutions, Inc.
D/B/A PAETEC
600 Willowbrook Office Park
Fairport, NY 14450

Texzon Utilities Ltd
204 N I-35 Suite A
Red Oak, TX 75154

The Energy Link, LLC
2989 Piedmont Road NE Suite 200
Atlanta, GA 30305

The Galt Company, LLC
1412 Walter Street Suite 202
Bethlehem, PA 18015

The Loyaltan Group, Inc.
Suite 5000
1313 North Atlantic Street
Spokane, WA 99201

Tomorrow's Utilities, Inc.
300 Lancaster Avenue Suite 115
Wynnewood, PA 19096

Total Energy Resources, LLC
150 East Boca Raton Road
Boca Raton, FL 33432

Tritium Energy Consulting, LLC
311 East Nakoma
San Antonio, TX 78216

UGI Energy Services, Inc.
Suite 2C01
1 Meridian Boulevard
Wyomissing, PA 19610

Unified Energy Alliance, LLC
PO Box 211
Arendtsville, PA 17303

Unitil Resources, Inc.
D/B/A Usource, LLC
325 West Road
Portsmouth, NH 03801

University of Pennsylvania
3451 Walnut Street Suite 737
Philadelphia, PA 19104

US Sun Energy, Inc.
1599 270th Avenue
Mora, MN 55051

The Legacy Energy Group
D/B/A Legacy Energy
32 Waterloo Street
Chester Springs, VA 20186

Tobelmann Energy Brokers, Inc.
5401 Lister Court
Chester Springs, PA 19425

Topco Associates
D/B/A Topsorce, LLC
350 Granite Street 3rd Floor
Braintree, MA 02184

TriEagle Energy LP
PO Box 131615
The Woodlands, TX 77393-1615

Tybec Management Specialists, Inc.
12 Royal Drive
Lititz, PA 17543

Ultimate Energy Advisors, LLC
6922 Flintcove Drive
Dallas, TX 75248

Unified Energy Alliance, LLC
3900 Essex Suite 750
Houston, TX 77027

Unity Electric Discount, LLC
5040 Overbrook Avenue
Philadelphia, PA 19131

US Energy Partners, LLC
D/B/A PAETEC Energy Markets
600 Willow Brook Office Park
Fairport, NY 14450

Utilitech, Inc.
3020 Penn Avenue
West Lawn, PA 19609

Utilities Analyses, Inc.
Suite 103
450 Old Peachtree Road NW
Atlanta, GA 30024

Utilities Rates Analysts
220 South 17th Street
Camp Hill, PA 17011

Verde Energy USA, Inc.
101 Merritt 7 3rd Floor
Norwalk, CT 06851

Viridian Energy PA, LLC
64 North Main Street
Norwalk, CT 06854

Washington Gas Energy Services, Inc.
Suite 200
13865 Sunrise Valley Drive
Herndon, PA 20171

WindStreet Energy, Inc.
157 New Brunswick Avenue
Perth Amboy, NJ 08861

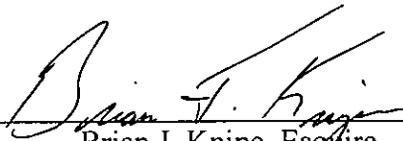
Windstar Solutions, LLC
6009 Mendota Drive
Plano, TX 75024

World Energy Solutions, Inc.
446 Main Street
Worcester, MA 01608

Worley & Obetz, Inc.
85 White Oak Road
PO Box 429
Manheim, PA 17545

Xencom Green Energy, LLC
Suite 3000
1609 Precision Drive
Plano, TX 75074

Dated this 12th day of March, 2012.



Brian J. Knipe, Esquire

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